

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 651.
FILED, NOVEMBER 23rd, 1961.

CANADIAN NORTH INCA MINES LIMITED

Full corporate name of Company
Incorporated under Part XI of The Companies Act
(Ontario) by Letters Patent dated October 30th, 1945.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Amending Filing Statement No. 42.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Property purchase and underwriting on treasury shares: See Schedule A and Paragraph 6 respectively. (Page 3)		
2. Head office address and any other office address.	Suite 1404, 302 Bay Street, Toronto, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - Chris Wahlroth Jr., 31 Longridge Road, Thornhill, Ontario, Stockbroker, Director of Waite, Reid Limited, 200 Bay Street, Toronto, Ontario. Vice-President and Managing Director - Alan Fidler, 93 Munroe Boulevard, Toronto, Ontario, Executive, Secretary-Treasurer and Director - John Alexander Murphy, 10 Zambrie Walk, Scarborough, Ontario, Corporation Secretary. Director - Gilbert Breslin, 73 Acton Avenue, Downsview, Ontario, Executive, President of Breslin Machinery Company. Director - Murray Ehrlick, 24 Lauderdale Drive, Willowdale, Ontario, Partner of Ehrlick-Seligman Insurance Agency.		
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital: \$5,000,000. divided into 5,000,000 shares of \$1. par value; issued - 2,700,001 shares.		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under an Agreement dated as of November 17th, 1961 between the Company and Lynch Holdings Limited (on behalf of a client) as Underwriter-Optionee, the Underwriter-Optionee agreed to purchase 200,000 shares of the Company at 15¢ per share, payable within three days of the date of acceptance for filing of this Statement (such date being herein called the "effective date") and was granted an option to purchase an additional 800,000 shares of the Company exercisable at the following prices and within the following times:		
	Number of Shares: All or any Part or Parts of -	Price Per Share	Period from Effective date within which Exercisable
	200,000	15¢	three months
	200,000	20¢	six months
	200,000	25¢	nine months
	200,000	30¢	twelve months
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Lynch Holdings Limited entered into the aforesaid Agreement on behalf of its client Parc Trading Limited, Suite 1404, 302 Bay Street, Toronto, Ontario. The only person having any beneficial interest in Parc Trading Limited is Mr. Alan Fidler, the Vice-President of the Company.		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.		
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to carry out the recommendations of its Consulting Engineer, Mr. Alan C. Lee, as set out in the within report.		

10. Brief statement of company's chief development work during past year.	Claims staked in Fort Hope area: no development work as yet.		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The vendor to the Company of the property referred to in Schedule A hereto is Max Guthrie, 10 Fraserwood Avenue, Toronto, Ontario. The consideration to be paid is \$15,000. and 300,000 fully paid and non-assessable shares in the capital stock of the Company, of which shares 90% are to be held in escrow by the Company's Registrar and Transfer Agent, subject to release only on the written consent of the Company and the Toronto Stock Exchange.		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Sofar as the signatories hereto are aware, no person has received or will receive any interest in the above consideration other than the vendor, Max Guthrie.		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	There are 484,285-4/7 shares held in escrow. 72,587-5/7 shares are subject to release only with the written consent of the Toronto Stock Exchange. 21,427-6/7 shares are subject to release pro rata to the parties entitled thereto only with the written consent of the Toronto Stock Exchange and a majority of the Directors of the Company. 120,000 shares are subject to release on the written consents of the Toronto Stock Exchange and a majority of the Directors pro rata with all other escrowed shares. The balance of 270,000 shares are subject to release on the written consent of the Company and the Toronto Stock Exchange.		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
	Central Porcupine Mines Limited	Suite 1404, 302 Bay Street, Toronto, Ontario.	90,000
	W. Gordon Lelliever	62 Suburban Drive, Streetsville, Ontario.	30,000
	Parc Trading Limited	Suite 1404, 302 Bay Street, Toronto, Ontario.	358,929
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
	Adams, Reid Limited	200 Bay Street, Toronto, Ontario.	437,513
	Parc Trading Limited	Suite 1404, 302 Bay Street, Toronto, Ontario.	358,929 (all escrowed)
	James Richardson & Sons	173 Portage Ave. E., Winnipeg, Manitoba.	154,532
	E. H. Pooler & Co. Ltd.	302 Bay Street, Toronto, Ontario.	133,681
	Central Porcupine Mines Limited	Suite 1404, 302 Bay Street, Toronto, Ontario.	100,000 (all escrowed)
	The Company has no knowledge of beneficial ownership of shares registered in Brokers names.		

SCHEDULE "A"

The Company has contracted for the purchase of a block of 11 mining claims covering approximately 1,100 acres in Dufresnoy Township, Quebec, and being claim 1 on Miner's Certificate 187682 and claims 1 and 2 on Miner's Certificates 186887 to and including 186891. Reference is made to Item 11 for particulars of the consideration paid by the Company, and to the attached Report of Alan C. Lee for details concerning these mining claims.

FINANCIAL STATEMENTS

CANADIAN NORTH INCA MINES LIMITED

BALANCE SHEET

As at October 31st, 1961.

A S S E T S

Current Assets:-

Cash		\$	13,019.03	
Sundry deposits and Receivable			230.75	
Note receivable	\$	27,600.00		
Less Allowance for doubtful accounts		<u>27,599.00</u>	<u>1.00</u>	\$ 13,250.78

Investments:-

Investments in Wholly-owned Subsidiary Companies	\$	101.00		
Advances to above		<u>974.53</u>	\$	1,075.53
Shares in Other Companies at Cost.			<u>32,730.80</u>	33,806.33

Fixed Assets:-

Mining Claims at Cost		\$	49,680.00	
Office Equipment and Furniture at Cost.	\$	2,581.37		
Less Allowance for depreciation		<u>258.14</u>	2,323.23	
Leasehold improvements at Cost.		1,851.44		
Less amount Written off.		<u>504.38</u>	<u>1,347.06</u>	53,350.29

Deferred Expenditures:-

Exploration and Administration Expenses.	\$	35,290.00		
Organization Expenses		<u>2,232.63</u>		<u>37,522.63</u>
				\$ <u>137,930.03</u>

LIABILITIES AND CAPITAL

Current Liabilities:-

Accounts Payable.		\$	1,487.20	
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Capital and Deficit:-

Capital Stock

Authorized: 5,000,000 Shares Par Value \$1.00 each.

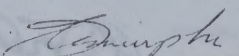
Issued as Fully Paid:


2,700,001 Shares	\$	2,700,001.00		
Less Discount thereon		(2,079,428.02)	\$	620,572.98
Less Deficit Account			<u>(484,130.15)</u>	<u>136,442.83</u>
				\$ <u>137,930.03</u>

Statement of any Material changes in the items on the Balance Sheet since the date thereof (October 31, 1961) This is to certify that there is no material change in the items in the Balance Sheet of Canadian North Inca Mines Limited as at October 31, 1961, to date hereof.

Dated at Toronto, Ontario, this 20th day of November 1961.

APPROVED ON BEHALF OF THE BOARD.


Director


Director

CANADIAN NORTH INCA MINES LIMITED
Schedule of Shares in Other Companies
as at October 31st, 1961

<u>Name</u>	<u>No. Shares</u>	<u>Market Value October 31, 1961</u>	<u>Cost</u>
Lamaque Gold Mines Limited	2,000	6,800.00	8,728.80
Mercury-Chipman Co. Limited	37,500	21,375.00	1.00
Central Porcupine Mines Limited	150,000	10,500.00	24,000.00
Central Porcupine Mines Ltd. (Escrowed)	250,000	17,500.00	1.00
		\$ 56,175.00	\$ 32,730.80

Investments in Wholly-Owned Subsidiary Companies

<u>Name</u>	<u>No. Shares</u>	<u>Book Value</u>
Dominion Helium Gas Corporation Ltd.	900,000	1.00
Minac Holdings Ltd.		100.00
		\$ 101.00

CANADIAN NORTH INCA MINES LIMITED

Statement of Source and Application of Funds

Since The Date Of The Last Published Balance Sheet

(December 31st, 1960)

January 1st, 1961 to October 31st. 1961

Funds Provided

Sales of 5100 shares of Lamaque Gold mines Limited	\$ 17,940.25
Sales of 200,000 shares of Central Porcupine Mines Ltd.	14,507.28
Divident received - Lamaque Gold mines Ltd.	500.00
Advance Receivable (Dec. 31, 1960	1,000.00
Sundry Receivable (Dec. 31, 1960	202.40
	\$ 34,149.93

Funds Applied

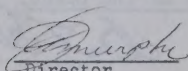
To Head Office Administration:

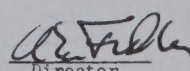
Government Fees and Taxes	\$ 260.69
Annual Report to Shareholders	833.61
General Office Expences	69.50
Audit Fees (Balance 1960 Audit)	150.00
Accounting Fees	550.00
Filing Fees and Expences	227.75
Interest and Bank Charges	248.75
Unemployment Insurance	28.08
Managing Director's Salary	6,600.00
Head Office rent, telephone, Salaries and Supplies	\$ 6,740.13
<u>Less: Amount Charge to Others Companies</u>	<u>5,617.56</u>
	<u>1,122.57</u>
	\$ 10,090.95

Others

Staking Claims (Fort Hope)	680.00
Repayment of Loan (Dec. 31, 1960	10,000.00
Accounts Payable (Dec 31, 1960	1,340.00
Advances to Subsidiary Co.	974.53
Purchases of 100 shares of Lamaque Gold Mines Ltd.	357.00
Leasehold Improvements	35.67
	<u>13,387.20</u>
	<u>23,478.15</u>
Increase in Working Capital	\$ <u>10,671.78</u>

APPROVED ON BEHALF OF THE BOARD


Director


Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by Alan C. Lee, P. Eng. dated November 18th, 1961, on the mining claims located in Dufresnoy Township, Quebec. A complete copy of the report is on file with the Toronto Stock Exchange.

Summary

This 1100 acre group of claims lies nearly ten miles from Noranda by road, only the last mile of which need be by foot and is therefore easily accessible. Geologically it lies midway between the Clericy granodiorite and the Lake Bufault stock.

It is underlain by a northwesterly trending series of acid to basic flows consisting of rhyolite, rhyolite breccia, dacite, trachyte, andesite and some tuff. A large intrusion of diorite covers most of the north boundary and branches off this to run southeast between the lava flows.

Two faults or shear zones have been traced from Clericy westward into the property. The most southerly runs southeast along the Kinojevis river and crosses the south boundary at lot 50. The other runs more westerly, crossing the east boundary some 1200 feet from the northeast corner.

Two holes drilled in 1956 in the north part of lots 58 and 59 encountered several bands of sulphide mineralization consisting of pyrrhotite, pyrite and chalcopyrite. One section showed a little gold (\$1.75 across 9 inches). This mineralization is near the shear and the implication is that under ideal conditions there might be a great improvement in the copper and precious metal contents. Hence further drilling is recommended along this zone in order to prospect it more intensively.

Recommendation

It is recommended that the line of strike of the shear be cut out across the property as a baseline and the former drill holes related to it. Further drilling is recommended in order to prospect this mineralized "break", with 10 holes, each 350 feet long.

Estimate

Line cutting -	\$ 150.00
Surface prospecting -	500.00
Diamond drilling, 3500 feet -	12,400.00
Core storage and travelling -	500.00
Core grabber -	500.00
Engineering & supervision -	1,500.00
	\$ 15,650.00

Noranda, Quebec,
November 18th, 1961.



Alan C. Lee,
Professional Engineer,
Province of Quebec.

CERTIFICATE

The President & Directors,
Canadian North Inca Mines Limited,
Suite 1404,
302 Bay Street,
Toronto, Ontario.

I, ALAN C. LEE, of the City of Noranda, in
the Province of Quebec, do hereby certify that:

1. I am a Mining Engineer with an office situated at 100 Fifth Street, Noranda, Quebec.
2. I am a graduate of the University of Toronto in Mining Engineering and have practised my profession as a Consulting Engineer in this area for over twenty years.
3. I have no interest direct or indirect in the 11 claims comprising this group in Dufresnoy township on which the accompanying report is written, nor do I expect to receive any. I have no interest in Canadian North Inca Mines Ltd., or in the securities of the company, nor do I expect to receive any.
4. My report dated November 18, 1961 is based on reports of the Geological Survey of Canada and the Quebec Department of Mines on the area and upon personal knowledge of the locality built up during a period of 30 years, although no recent examination has been made of the property.

DATED this 18th day of November, 1961.

NORANDA, QUEBEC



Alan C. Lee,
Professional Engineer,
Province of Quebec.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	In the event of proxy solicitation, management in conjunction with Parc Trading Limited would be in a position materially to affect control of the Company.																																				
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<div>Schedule of Shares in Other Companies as at October 31st, 1961.</div> <table><tr><th>Name</th><th>No. Shares</th><th>Market Value October 31, 1961</th><th>Cost</th></tr><tr><td>Lamaque Gold Mines Limited</td><td>2,000</td><td>6,800.00</td><td>8,728.80</td></tr><tr><td>Mercury-Chipman Company Limited</td><td>37,500</td><td>21,375.00</td><td>1.00</td></tr><tr><td>Central Porcupine Mines Limited</td><td>150,000</td><td>10,500.00</td><td>24,000.00</td></tr><tr><td>Central Porcupine Mines Limited (Escrowed)</td><td>250,000</td><td>17,500.00</td><td>1.00</td></tr><tr><td></td><td></td><td>\$56,175.00</td><td>\$32,730.80</td></tr></table> <div>Investments in Wholly-Owned Subsidiary Companies</div> <table><tr><th>Name</th><th>No. Shares</th><th>Book Value</th></tr><tr><td>Dominion Helium Gas Corporation Ltd.</td><td>900,000</td><td>1.00</td></tr><tr><td>Minac Holdings Ltd.</td><td></td><td>100.00</td></tr><tr><td></td><td></td><td>\$ 101.00</td></tr></table>	Name	No. Shares	Market Value October 31, 1961	Cost	Lamaque Gold Mines Limited	2,000	6,800.00	8,728.80	Mercury-Chipman Company Limited	37,500	21,375.00	1.00	Central Porcupine Mines Limited	150,000	10,500.00	24,000.00	Central Porcupine Mines Limited (Escrowed)	250,000	17,500.00	1.00			\$56,175.00	\$32,730.80	Name	No. Shares	Book Value	Dominion Helium Gas Corporation Ltd.	900,000	1.00	Minac Holdings Ltd.		100.00			\$ 101.00
Name	No. Shares	Market Value October 31, 1961	Cost																																		
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Dominion Helium Gas Corporation Ltd.	900,000	1.00																																			
Minac Holdings Ltd.		100.00																																			
		\$ 101.00																																			
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																																				
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																																				
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares underwritten by Lynch Holdings Limited on behalf of its client are in the course of primary distribution to the public. There are no other material facts.																																				

CERTIFICATE OF THE COMPANY

DATED November 21st, 1961.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A. Fidler"

By:

CANADIAN NORTH INCA MINES LIMITED

CORPORATE
SEAL

"J.A. Murphy"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

LYNCH HOLDINGS LIMITED

By:

"J.B. Wadsworth"

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 950.
FILED JULY 11th, 1963.

CANADIAN NORTH INCA MINES LIMITED

Incorporated under the Ontario Companies Act by Letters Patent dated October 30th, 1945. Supplementary Letters Patent dated February 25, 1957 changed the company's name and reorganized its capital. Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous Filing Statement No. 651.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Proposed change of directors-see item 3; (b) Change of control- see item 16; (c) Sale of investments- see item 17.
2. Head office address and any other office address.	Suite 1404, 302 Bay Street, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p><u>Present Directors and Officers:</u></p> <p>ALAN FIDLER, President and Director, Executive, formerly Salesman with Toronto Stock Exchange member houses, 93 Munroe Boulevard, Willowdale, Ontario. JOHN ALEXANDER MURPHY, Secretary-Treasurer and Director, Corporation Secretary with the offices of E.E.Ott, 67 Yonge Street, Toronto, Ontario; 10 Zambri Walk, Scarborough, Ontario. MARLENE LISTER, Director, Secretary, 33 Helendale Avenue, Toronto, Ontario. GILBERT BRESLIN, Director, Proprietor, Breslin Machinery Company, 73 Acton Avenue, Downsview, Ontario. MURRAY EHRLICK, Director, Insurance Agent, 24 Lauderdale Drive, Willowdale, Ontario.</p> <p><u>Proposed Directors and Officers:</u></p> <p>ROBERT H. LIBMAN, President and Director, 2230 Ponce de Leon Circle, Vero Beach, Florida, Hotel Consultant and Hotel Executive. J. L. COLES, Vice-President and Director, 164 Beale Street, Woodstock, Ontario, Investments, Insurance and Real Estate. PHILLIP SCHURE, Treasurer and Director, 210 Glenayr Road, Toronto, Ontario, Chartered Accountant. ROBERT G. H. ALEXANDER, Secretary and Director, 449 Blythwood Road, Toronto, Ontario, Barrister. ARTHUR BLOCK, Director, 2401 Victory Boulevard, Vero Beach, Florida, President of department store and Director of Florida National Bank.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	5,000,000 shares of \$1.00 each of which 3,200,001 shares are issued and outstanding as fully paid and non-assessable.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not applicable
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	It is understood that under the proposed new Board of Directors, the Company's affairs will be re-activated with interest centered primarily on hotel development.
10. Brief statement of company's chief development work during past year.	None
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	There are 754,285 $\frac{4}{7}$ ths shares held in escrow in six pools. 72,857 $\frac{5}{7}$ ths shares are subject to release only with the written consent of the Toronto Stock Exchange. 21,427 $\frac{6}{7}$ ths shares are subject to release pro rata to the parties entitled thereto only with the written consent of the Toronto Stock Exchange and a majority of the directors of the Company. 120,000 shares are subject to release on the written consents of the Toronto Stock Exchange and a majority of the directors pro rata with all other escrowed shares. The remaining three pools of 180,000, 270,000 and 90,000 shares are subject to release on the written consent of the Company and the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<div> Parc Trading Limited, Suite 1404, 302 Bay Street, Toronto, Ontario. 358,929 shares </div> <div> Max Guthrie, 10 Fraserwood Avenue, Toronto, Ontario. 270,000 shares </div> <div> Central Porcupine Mines Limited, Suite 1404, 302 Bay Street, Toronto, Ontario. 90,000 shares </div>

FINANCIAL STATEMENTS

CANADIAN NORTH INCA MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT DECEMBER 31, 1962

ASSETS		LIABILITIES	
Current assets		Current liabilities	
Cash	\$ 614.14	Accounts payable	\$ 9,076.39
Sundry deposits and receivables	1,087.13		
Notes receivable, plus \$2,600.00 accrued interest	\$27,600.00	Capital and deficit	
Less - allowance for doubtful accounts	27,599.00	Capital stock	
	\$ 1.00		\$ 1,702.27
Investments			
Investments in wholly-owned subsidiaries (Note 1)	\$ 101.00	Authorized:	
346,000 shares (250,000 shares in escrow) of		5,000,000 shares, par value \$1.00 each	
Central Porcupine Mines Limited, at cost (Note 2)	15,361.00		
5,800 shares of Genuine Autotronics of Canada Limited		Issued as fully paid:	
(market value \$18,850.00) (Note 3)	7,716.00	3,200,001 shares	\$3,200,001.00
		Less - discount	2,519,428.02
			\$680,572.98
Fixed assets		Deficit, per statement	584,096.16
Mining claims, at cost (\$15,000.00 cash plus			96,476.82
\$30,000.00 attributed to 300,000 shares of			
capital stock issued for claims)	\$45,000.00		
Office furniture and equipment, at cost	\$ 2,664.80		
Less - accumulated depreciation	782.76		
	\$ 1,882.04		
Leasehold improvements, at cost	\$ 1,851.44		
Less - amount written off	1,738.68		
	112.76		
Deferred expenditures			
Exploration and administrative expenditures, per statement	\$31,295.51		
Organization expenses	2,232.63		
Prepaid expenses	150.00		
			33,678.14
			\$105,553.21

The accompanying notes are an integral part of these financial statements.

Approved on behalf of the
Board of Directors: *K. R. Anderson* (Director)
James E. Anderson (Director)

CANADIAN NORTH INCA MINES LIMITED

STATEMENT OF DEFICIT

FOR THE YEAR ENDED DECEMBER 31, 1962

<u>Balance, December 31, 1961</u>				\$493,937.68
<u>Additions during 1962</u>				
Cost of mining claims abandoned	\$43,000.00			
Exploration costs thereon	13,501.60			
Administrative expenses apportioned thereon	<u>28,052.76</u>	\$84,554.36		
Loss on sale of investments		5,580.05		
Advances to subsidiary companies, written off		<u>24.07</u>	90,158.48	
<u>Balance, December 31, 1962</u>				<u>\$584,096.16</u>

CANADIAN NORTH INCA MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 1962

- Note 1 - The accounts of the subsidiary companies are not included in these financial statements because they are inactive and without assets.
- Note 2 - The market value of the 96,000 free shares of Central Porcupine Mines Limited was \$5,280.00 as at December 31, 1962.
- Note 3 - The company held in its investment portfolio 37,500 shares of Mercury-Chipman Company Limited. In December of 1962 the company exchanged these shares for 3,000 shares of Genuine Autotronics of Canada Limited (1 share of Genuine Autotronics Limited for every 12-1/2 shares of Mercury-Chipman Company Limited. The 3,000 shares of Genuine Autotronics of Canada Limited were recorded at \$1.00, being the book value of the Mercury-Chipman Company Limited shares exchanged therefor. In addition to the 3,000 shares mentioned above, the company purchased through brokers 2,800 shares of Genuine Autotronics of Canada Limited at a cost of \$7,715.00.

CANADIAN NORTH INCA MINES LIMITEDDEFERRED EXPLORATION AND ADMINISTRATIVE EXPENDITURESFOR THE YEAR ENDED DECEMBER 31, 1962Exploration expendituresBalance, December 31, 1961

Bartlett Township, Ontario, property	\$13,396.60	
Dufresnoy Township, Quebec, property	<u>1,425.70</u>	\$14,822.30

Additions during 1962Bartlett Township, Ontario

Government fees	\$	105.00	
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Dufresnoy Township, Quebec

Diamond drilling	\$ 9,751.90		
Consulting fees	1,000.00		
Government fees	330.75		
General mine supplies	<u>500.08</u>	<u>11,582.73</u>	<u>11,687.73</u>
			\$26,510.03

Less - expenditures written off on abandonment
of Bartlett Township claims

13,501.60
\$13,008.43

Administrative expendituresBalance, December 31, 1961

\$30,795.90

Additions during 1962

Managing director's salary	\$ 7,800.00		
Office salary	4,240.00		
Telephone	4,081.23		
Office rent and hydro	2,077.80		
Accounting services	1,200.00		
Transfer agent's fees and expenses	1,233.19		
Annual report	552.99		
Stock exchange fee	100.00		
Legal and audit fees	1,050.00		
Directors' fees	250.00		
Miscellaneous expenses	715.29		
Depreciation - office furniture and equipment	266.48		
Leasehold improvements written off	<u>617.15</u>		
	\$24,184.13		

Less - office expenses charged
to other companies \$8,538.93
- dividends and interest
received 101.26

8,640.19 15,543.94
\$46,339.84

Less - expenditures apportioned to
Bartlett Township claims
abandoned and written off
to deficit

28,052.76 18,287.08

Total deferred expenditures, December 31, 1962\$31,295.51

CANADIAN NORTH INCA MINES LIMITED

BALANCE SHEET

AS AT MAY 24, 1963

ASSETS

Current Assets

Cash		\$	2,717.94	
Sundry Deposit			500.00	
Notes Receivable plus accrued interest	\$	27,600.00		
Less Allowance for doubtful accounts		<u>27,599.00</u>	<u>1.00</u>	\$ 3,218.94

Investments

Investments in wholly-owned subsidiary companies	\$	101.00		
Advances to above		<u>64.76</u>	\$ 165.76	
Shares in other companies at cost			<u>25,129.50</u>	25,295.26

Fixed Assets

Mining claims at cost		\$ 45,000.00		
Office furniture and equipment, at cost	\$	2,664.80		
Less accumulated depreciation		<u>(893.81)</u>	1,770.99	
Leasehold improvements, at cost	\$	1,851.44		
Less Amount written-off		<u>(1,850.44)</u>	<u>1.00</u>	46,771.99

Deferred Expenditures

Exploration and administration expenses		\$ 36,714.59		
Organization expenses		<u>2,232.63</u>	<u>38,947.22</u>	
			<u>\$114,233.41</u>	

LIABILITIES AND CAPITAL

Current Liabilities

Accounts Payable		\$ 10,256.59		
Loan Payable		<u>7,500.00</u>	\$ 17,756.59	

Capital Deficit

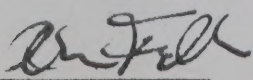
Capital Stock

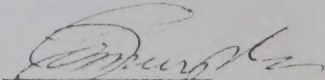
Authorized 5,000,000 shares par value \$1.00 each				
Issued as Fully-Paid				
3,200,001 shares	\$3,200,001.00			
Less Discount thereon	<u>(2,519,428.02)</u>	\$680,572.98		
Less Deficit account		<u>(584,096.16)</u>	<u>96,476.82</u>	
			<u>\$114,233.41</u>	

Statement of any material changes in the items on the Balance Sheet since the date thereof (May 24, 1963). This is to certify that there is no material change in the items on the Balance Sheet of Canadian North Inca Mines Limited as at May 24, 1963, to date hereof.

Dated at Toronto, Ontario, this 28th day of May, 1963.

APPROVED ON BEHALF OF THE BOARD


Director


Director

CANADIAN NORTH INCA MINES LIMITED
SCHEDULE OF SHARES IN OTHER COMPANIES
AS AT MAY 24, 1963

<u>Name</u>	<u>No. Shares</u>	<u>Market Value May 24, 1963</u>	<u>Cost or Book Value</u>
Central Porcupine Mines Limited	96,000	\$ 4,800.00	\$15,360.00
Central Porcupine Mines (Escrowed)	250,000	-	1.00
Genuine Autotronics of Canada Ltd	6,300	<u>22,050.00</u>	<u>9,768.50</u>
		<u>\$26,850.00</u>	<u>\$25,129.50</u>

Investments in Wholly-Owned
Subsidiary Companies

<u>Name</u>	<u>No. Shares</u>	<u>Cost or Book Value</u>
Dominion Helium Gas Corporation Ltd	900,000	\$ 1.00
Minac Holdings Limited		<u>100.00</u>
		<u>\$ 101.00</u>

CANADIAN NORTH INCA MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
SINCE THE DATE OF THE LAST PUBLISHED BALANCE SHEET
(DECEMBER 31, 1962)
JANUARY 1, 1963 to MAY 24, 1963

	<u>May 24 1963</u>	<u>December 31 1962</u>	<u>Increase or (Decrease)</u>
Current Assets	\$ 3,218.94	\$ 1,702.27	\$ 1,516.67
Current Liabilities	<u>17,756.59</u>	<u>9,076.39</u>	<u>8,680.20</u>
	<u>\$14,537.65</u>	<u>\$ 7,374.12</u>	<u>\$(7,163.53)</u>

Funds Provided

Sale 500 shares Genuine Autotronics of Canada Limited	\$ 1,662.50
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Add

Depreciation and Leasehold Improvements written-off - not required cash outlay	<u>222.81</u>	<u>\$ 1,885.31</u>
		\$ 1,885.31

Use of Funds

Administration & General	\$ 5,269.08	
Others		
Additions to Investments	3,715.00	
Advance to Subsidiary Companies	<u>64.76</u>	<u>(9,048.84)</u>
<u>Decrease in Working Capital</u>		<u>\$(7,163.53)</u>

APPROVED ON BEHALF OF THE BOARD

EL Fidd Emu
Director Director

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Parc Trading Limited Suite 1404, 302 Bay Street, Toronto, Ontario 358,929 shares (Escrowed)																					
	*Adams Reid Limited, 200 Bay Street, Toronto, Ontario 317,013 shares																					
	Max Guthrie 10 Fraserwood Avenue, Toronto, Ontario 270,000 shares (Escrowed)																					
	*James Richardson & Sons, 173 Portage Avenue East, Winnipeg, Manitoba 189,587 shares																					
	*E.H.Pooler & Co.Ltd. 308 Bay Street, Toronto, Ontario 130,583 shares																					
	* Beneficial ownership not known.																					
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>Following the acquisition of escrowed shares by International Hotel Associates Limited referred to herewith, it would be in a position to materially affect control of the Company.</p> <p>The Company is selling its investments referred to in Item 17 hereof (other than its holdings of Dominion Helium Gas Corporation Limited and Minac Holdings Limited, wholly-owned subsidiaries) for the sum of \$33,110.00 and its office equipment and leasehold improvements for the sum of \$2,300.00. The purchaser is Parc Trading Limited, a company controlled by Mr. Alan Fidler who has been heretofore President and a Director of the Company.</p> <p>International Hotel Associates Limited, a corporation organized under the laws of the Bahamas, with head office at Nassau, is acquiring 718,929 presently issued and outstanding escrowed shares of the Company from the holders thereof named in Item 14. Such a block of shares would probably be sufficient to materially affect control of the Company. The only persons having a greater than 5% interest in International Hotel Associates Limited are Robert H. Libman and Robert G.H.Alexander, two of the proposed new directors of the Company.</p>																					
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>Cost</th><th>Market</th></tr></thead><tbody><tr><td>6,300 shares of Genuine Autotronics of Canada Limited</td><td>\$9,768.50</td><td>\$23,310.</td></tr><tr><td>96,000 free shares of Central Porcupine Mines Limited</td><td>\$15,360.00</td><td>\$ 4,800.</td></tr><tr><td>250,000 escrowed shares of Central Porcupine Mines Limited</td><td>\$ 1.00</td><td>nil</td></tr><tr><td>Wholly-owned subsidiaries:</td><td>Cost or Book Value</td><td></td></tr><tr><td>900,000 shares of Dominion Helium Gas Corporation Limited</td><td>\$1.00</td><td></td></tr><tr><td>Minac Holdings Limited</td><td>\$100.00</td><td></td></tr></tbody></table>		Cost	Market	6,300 shares of Genuine Autotronics of Canada Limited	\$9,768.50	\$23,310.	96,000 free shares of Central Porcupine Mines Limited	\$15,360.00	\$ 4,800.	250,000 escrowed shares of Central Porcupine Mines Limited	\$ 1.00	nil	Wholly-owned subsidiaries:	Cost or Book Value		900,000 shares of Dominion Helium Gas Corporation Limited	\$1.00		Minac Holdings Limited	\$100.00	
	Cost	Market																				
6,300 shares of Genuine Autotronics of Canada Limited	\$9,768.50	\$23,310.																				
96,000 free shares of Central Porcupine Mines Limited	\$15,360.00	\$ 4,800.																				
250,000 escrowed shares of Central Porcupine Mines Limited	\$ 1.00	nil																				
Wholly-owned subsidiaries:	Cost or Book Value																					
900,000 shares of Dominion Helium Gas Corporation Limited	\$1.00																					
Minac Holdings Limited	\$100.00																					
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																					
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																					
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. So far as the Company is aware, none of its shares are in the course of primary distribution to the public.																					

CERTIFICATE OF THE COMPANY

DATED May 28th, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A. Fidler"

CANADIAN NORTH THERMOMINES LIMITED
CORPORATE SEAL

"J.A. Murphy"

President

CERTIFICATE OF UNDERWRITER OR OPTIONEE Secretary

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)